

Edgar Filing: Clear Channel Outdoor Holdings, Inc. - Form 8-K

Clear Channel Outdoor Holdings, Inc.
Form 8-K
July 05, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (Date of earliest event reported): JULY 1, 2006

CLEAR CHANNEL OUTDOOR HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other
jurisdiction of
incorporation)

001-32663
(Commission File Number)

86-0812139
(IRS Employer
Identification No.)

200 EAST BASSE ROAD
SAN ANTONIO, TEXAS
(Address of principal
executive offices)

(210) 832-3700
(Registrant's telephone
number, including area code)

78209
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 8.01 OTHER EVENTS.

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Effective as of July 1, 2006, Clear Channel Outdoor Holdings, Inc., a Delaware corporation (the "COMPANY"), completed its acquisition of IN-TER-SPACE Services, Inc., a Pennsylvania corporation ("ISI"), pursuant to the Stock Purchase Agreement (the "PURCHASE AGREEMENT"), dated May 20, 2006, by and among the Company, Clear Channel Outdoor, Inc., a Delaware corporation and wholly-owned subsidiary of the Company, ISI and the shareholders of ISI (the "SHAREHOLDERS"). A final copy of the Stock Transfer Restriction and Registration Rights Agreement, dated as of July 1, 2006, by and among the Company and the Shareholders, executed in connection with the Purchase Agreement, is attached as Exhibit 4.1.

A copy of the press release announcing the completion of the acquisition is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

EXHIBIT NUMBER	EXHIBIT TITLE
4.1	Stock Transfer Restriction and Registration Rights Agreement, by and among Clear Channel Outdoor Holdings, Inc. and the Shareholders of IN-TER-SPACE Services, Inc., dated as of July 1, 2006.
99.1	Press Release issued July 3, 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 5, 2006

CLEAR CHANNEL OUTDOOR HOLDINGS, INC.

By: /s/ Herbert W. Hill, Jr.

Herbert W. Hill, Jr.
Sr. Vice President / Chief Accounting
Officer

INDEX TO EXHIBITS

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- 4.1 Stock Transfer Restriction and Registration Rights Agreement, by and among C
 Channel Outdoor Holdings, Inc. and the Shareholders of IN-TER-SPACE Services
 dated as of July 1, 2006.
- 99.1 Press Release issued July 3, 2006